

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK (WHITE PLAINS)**

TRANSEO S.A.R.L. AND PHILIPPE
GELBLAT,

Plaintiffs

v.

BESSEMER VENTURE PARTNERS VI
L.P., BESSEMER VENTURE PARTNERS
VI INSTITUTIONAL L.P., AND
BESSEMER VENTURE PARTNERS CO-
INVESTMENT L.P.,

Defendants.

11 CV 5331 (CS) (PED)

**NOTICE OF MOTION TO
DISMISS COUNTERCLAIMS**

PLEASE TAKE NOTICE that, upon the Declaration of Laurent Marteau dated September 30, 2013, with Exhibits A to F, inclusive, with translations annexed, the Legal Opinion (Consultation) of Professor Jean-Pierre Blatter dated September 26, 2013, in French and an English translation and the accompanying Plaintiffs' Memorandum of Law in Support of The Motion to Dismiss The Counterclaims, Plaintiffs will move in the United States District Court for the Southern District of New York (White Plains), before the Honorable Cathy Seibel, United States District Judge, United States District Court for the Southern District of New York, the Hon. Charles L. Briant Jr. Federal Building and Courthouse, 300 Quarropas Street, White Plains, New York 10601-4150, on a date to be determined by the Court, for an order (1) granting Plaintiffs' Motion to Dismiss the Counterclaims on the following bases: (a) the existence of exceptional circumstances warranting dismissal on the basis of international comity of nations, French public policy and res judicata with regard to, respectively, the proceedings before the

Tribunal de Grande Instance de Paris and the May 31, 2013 judgment of the *Tribunal de Commerce de Paris*, and, related to the foregoing, abstention with respect to the international comity of courts; (b) pursuant to Rules 12(b)(1) and 12(b)(6) (with respect to the statute of limitations as to unjust enrichment and the failure of Intego, Inc. to satisfy the jurisdictional minimum for a diversity claim); (c) pursuant to Rule 42(b) and Rule 13, for severance, on the basis of the failure of NHI, a nominal defendant, to satisfy the requirement of being an opposing party, and on the basis that the counterclaims are merely permissive; or, (2) in the alternative, staying the Counterclaims; and for such other and further relief as to the Court may appear just and proper.

PLEASE TAKE FURTHER NOTICE that, pursuant to the governing scheduling order, any responsive papers are due on or before October 30, 2013, and reply papers are due on or before November 18, 2013.

Dated: New York, New York
September 30, 2013

Respectfully submitted,

SCHIFF HARDIN LLP

By: 

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